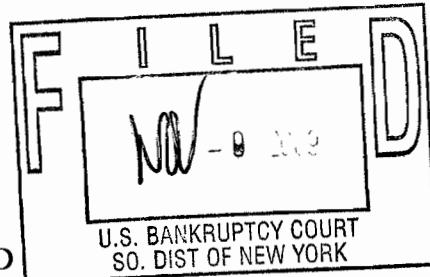


JAMES A. MARX
ATTORNEY-AT-LAW
20920 FARNSLEIGH ROAD
SHAKER HEIGHTS, OHIO 44122
(216) 310-0819
(216) 921-6921 (Fax)



November 5, 2009

VIA FAX TO (312) 407-8572 & REGULAR U.S. MAIL

Counsel for the Reorganized Debtors
c/o Skadden, Arps, Slate, Meagher & Flom, LLP
155 North Wacker Drive
Chicago, Illinois 60606
Att'n: John Wm. Butler, Jr., John K. Lyons, Joseph N. Wharton and Albert L. Hogan, III)

**Re: My Client: William E. Cross, Former Delphi
Employee/Retiree**

Dear Counsel:

Enclosed is the pro se response of William E. Cross, a former employee of Delphi and/or General Motors, to the Objection of Claim filed by your offices. I represented Mr. Cross in a wrongful discharge and age discrimination lawsuit brought against Delphi/GM captioned **William E. Cross v. General Motors Corporation**, U.S.D.C., N.D. Ohio, Case No.:4:98 CV 0117, which was resolved by agreement of the parties in March of 1999. As you will see from the enclosed materials, a Settlement Agreement was thereafter entered into by the parties, pursuant to which GM/Delphi agreed to provide Mr. Cross and his wife with ongoing retirement benefits. A copy of the Settlement Agreement is attached to the Response and hereto.

We believe that pursuant to the Settlement Agreement Mr. Cross' healthcare and life insurance benefits are "contractual" and "vested" and hence non-dischargeable and required to be continued notwithstanding the bankruptcy and/or reorganization. I therefore ask that you please contact me, as Mr. Cross' representative concerning the settlement, to discuss this matter further.

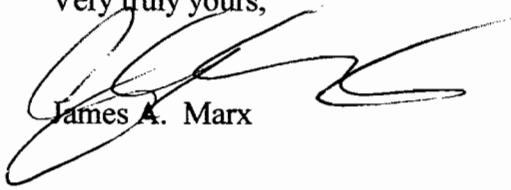
Skadden, Arps, et al. Letter (continued)

Page Two

November 5, 2009

Thank you for your attention to foregoing, and I will look forward to hearing from you.

Very truly yours,



James A. Marx

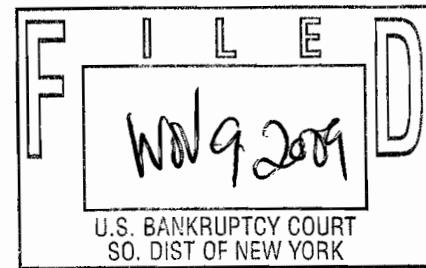
Enclosures

cc: William E. Cross (w/o enclosures); and

DPH Holdings Corp., 5725 Delphi Drive, Troy, Michigan, 48098 (Att'n. President)
(w/enclosures)

Honorable Robert D. Drain (w/enclosures)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK



In re : Chapter 11
DELPHI CORPORATION, et al. : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)

RESPONSE OF WILLIAM E. CROSS TO NOTICE OF
OBJECTION TO CLAIM

William E. Cross ("Cross"), acting pro se, hereby responds to DPH Holdings Corp., et al.'s (collectively, the "Reorganized Debtors") notice of objection to his claim as follows:

<u>Date Filed</u>	<u>Claim Number</u>	<u>Claim Type</u>	<u>Asserted Claim Amount</u>
7/14/09	18614	Pension, Benefit, And OPEB Claims	Undetermined

Previous to these proceedings, Cross brought a wrongful discharge and age discrimination lawsuit against Delphi Corporation and General Motors captioned William E. Cross v. General Motors Corporation, U.S.D.C., N.D. Ohio, Case No.:4:98 CV 0117. The above captioned case was resolved by agreement of the parties in March of 1999, and a Settlement Agreement was thereafter entered into by the parties, pursuant to which GM/Delphi contractually agreed to provide Cross and his wife with ongoing retirement, pension and OPEB claims and benefits. A copy of the Settlement Agreement is attached hereto and incorporated herein by reference. Pursuant to the Settlement Agreement, Cross' retirement, pension and OPEB claims and benefits are "contractual" and "vested" and hence non-dischargeable and required to be continued notwithstanding a Delphi/GM bankruptcy reorganization pursuant to previous Order of this court. Accordingly the Reorganized Debtors objection to Cross' claim is not well taken and should be overruled.